

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

IN RE:)
) Case No. 09-12488
ROMA FOODS OF OKLAHOMA, INC.) (Chapter 11)

**DEBTOR'S EMERGENCY MOTION FOR ORDER DIRECTING JOINT
ADMINISTRATION OF CHAPTER 11 CASES AND BRIEF IN SUPPORT**

Roma Foods of Oklahoma, Inc. ("Roma") hereby respectfully request entry of an Emergency Order directing joint administration of the above-captioned case (the "Motion") under this Chapter 11 bankruptcy proceeding. This Motion is based in part, on the Affidavit of James Burke, Interim Managing Agent of Hestia Holdings, L.L.C. ("Hestia"), in Support of First Day Motions and Applications to be filed herein. In support of this Motion, Roma also shows the Court:

I. JURISDICTION AND STATUTORY PREDICATE

1. This Court has jurisdiction of this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this case and Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.¹
2. The statutory predicate for the relief sought herein is FED.R.BANKR.P. 1015(b).

II. BACKGROUND

3. On May 11, 2009 (the "Petition Date"), Roma and its 14 affiliates (collectively, Debtors") filed their respective voluntary petitions for relief under Chapter 11 the Bankruptcy Code. These entities are affiliates within 11 U.S.C. § 101(2). This case was the first filed. The remaining cases are:

¹ All other references to sections or codes, unless otherwise noted, are made to the United States Bankruptcy Code, 11 U.S.C. § 101 *et seq.* and referred to herein as the "Bankruptcy Code."

- | | | |
|----|----------------------------------|---------------------|
| a. | Hestia Holdings, LLC | (Case No. 09-12497) |
| b. | Fiesta Holdings, Inc. | (Case No. 09-12503) |
| c. | Eateries, of MD, LLC | (Case No. 09-12514) |
| d. | GRP of Fayetteville, LLC | (Case No. 09-12510) |
| e. | GRP of Ft. Smith, LLC | (Case No. 09-12511) |
| f. | GRP of Harrisburg, LLC | (Case No. 09-12512) |
| g. | GRP of Muskogee, LLC | (Case No. 09-12513) |
| h. | Fiesta Holdings, LLC | (Case No. 09-12505) |
| i. | Best Restaurants, LLC | (Case No. 09-12501) |
| j. | Best Restaurants II, LLC | (Case No. 09-12502) |
| k. | Garcia's-Mills, LLC | (Case No. 09-12507) |
| l. | Fiesta Fulton Ranch, LLC | (Case No. 09-12506) |
| m. | Eateries, Inc. | (Case No. 09-12499) |
| n. | Eateries, Inc. of West Virginia. | (Case No. 09-12516) |

4. The Debtors continue in possession of their properties and the management of their businesses and as a debtor-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

III. RELIEF REQUESTED

5. By this Motion, Roma respectfully requests that this Court enter an Order pursuant to FED.R.BANKR.P. 1015(b) directing the joint administration of these Chapter 11 cases. Roma further requests that such relief apply generally to each of the Debtors' presently filed Chapter 11 cases and pleadings, and that such pleadings bear the following joint administration caption:

UNITED BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA

IN RE:)	
)	
ROMA FOODS OF OKLAHOMA, INC., <i>et al.</i> ²)	Case No. 09-12488 RLB
)	(Chapter 11)
Debtors.)	

After the "Roma Foods of Oklahoma, Inc., *et al.*" designation there will be a footnote similar to footnote 2 in this Motion identifying all Roma affiliates, so that all parties' names will be readily identifiable. Roma requests that no other information beyond that set forth above be required for captioned pleadings in these cases.

IV. BRIEF IN SUPPORT

6. Federal Rules of Bankruptcy Procedure 1015(b) provides, in pertinent part, as follows:

Cases Involving Two or More Related Debtors. If a joint petition or two or more petitions are pending in the same court by or against... (4) a debtor or an affiliate, the court may order a joint administration of the estates. Prior to entering an order the court shall give consideration to protecting creditors of different estates against potential conflicts of interest. ...

11. Section 101(2) of the Bankruptcy Code defines "affiliate" to include:

A. [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor.
[or]

² Hestia Holdings, LLC., Fiesta Holdings, Inc., Eateries, of MD, LLC, GRP of Fayetteville, LLC, GRP of Ft. Smith, LLC, GRP of Harrisburg, LLC, GRP of Muskogee, LLC, Fiesta Holdings, LLC, Best Restaurants, LLC, Best Restaurants II, LLC, Garcia's-Mills, LLC, Fiesta Fulton Ranch, LLC, Eateries, Inc., and Eateries, Inc. of West Virginia.

- B. [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor. ...

7. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion. The entry of joint administration orders in multiple related cases such as these is common and generally not controversial. *In re Harold's Stores, Inc.*, Case No. 08-15027 (Bankr. W.D. Okla.—Nov. 7, 2008) (order for joint administration); *In re Homeland Holding Corp.*, Case No. 01-17869-TS (Bankr. W.D. Okla. – August 1, 2001) (order for joint administration); *In re Southern Medical Arts Companies, Inc., et al.*, Case No. 01-18635-WV (Bankr. W.D. Okla. - October 27, 2000) (order for joint administration); *In re Magnolia Gas Company*, Case No. 98-22060-BH (Bankr. W.D. Okla. – December 9, 1998) (order for joint administration); *In re Guthrie Corporation*, Case No. 98-17879-TS (Bankr. W.D. Okla. – August 12, 1998) (order for joint administration); *In re Hunter's Glen Apartments, Inc.*, Case No. 96-19466-BH (Bankr. W.D. Okla. – December 5, 1996) (order for joint administration); *In re C.R. Anthony Company*, Case No. 91-1095-LN (Bankr. W.D. Okla. – February 15, 1991) (order for joint administration).

8. Hestia is the parent company and owns, directly or indirectly, each of the other Debtors, including Roma.³ Hestia is therefore an affiliate to all 14 other Debtors within the meaning of § 101(2) of the Bankruptcy Code.

9. Joint administration in these Chapter 11 cases will facilitate the economic administration of these cases. In addition, entry of an order directing joint administration will

³ Hestia owns all of the stock of Eateries, Inc. Eateries, Inc. owns 99% of Eateries of MD, LLC.

allow Debtors to avoid considerable unnecessary time and expenses by, among other things, removing the need to file duplicate motions and forward duplicate notices to creditors and parties-in-interest.

10. Furthermore, Debtors submit that joint administration will also relieve the Court from the burden of entering duplicative orders and maintaining duplicative files, and it will simplify the Office of the United States Trustee's supervision of the administrative aspects of these Chapter 11 cases.

11. The rights of the respective creditors of Debtors will not be adversely affected by joint administration of these cases because this Motion requests only administrative consolidation of the estates.

12. Roma respectfully requests that parties-in-interest be required to include only the information set forth in the proposed case caption above on the face of the pleadings. Roma submits that including Debtors' states of incorporation and tax identification numbers would be unnecessarily cumbersome and confusing to parties-in-interest.

13. No prior request for relief requested herein has been made to this or any other Court.

V. CONCLUSION

WHEREFORE, Roma requests entry of an Emergency Order (i) directing the joint administration of Roma's Chapter 11 case; and (ii) granting such other relief as this Court deems just and proper.

Respectfully submitted.

/s/ Steven Kent Balman

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ATTORNEYS FOR DEBTORS

CERTIFICATE OF SERVICE

This is to certify that on the 12th day of May, 2009, I electronically transmitted the above and foregoing instrument for filing and for transmittal of a Notice Electronic Filing to all ECF registrants in this case.

/s/ Steven Kent Balman
STEVEN KENT BALMAN